



Vindhya Telelinks Limited

Regd. Office : Udyog Vihar, P.O. Chorhata,
Rewa - 486 006 (M.P.) India.

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PAN No. AAACV7757J · CIN No. L31300MP1983PLC002134

GSTIN : 23AAACV7757J2ZZ

VTL/CS/17-18/

25 JULY 2017

BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building,
P.J.Towers, Dalal Street, Fort,
MUMBAI-400 001

The Manager,
Listing Department,
The National Stock Exchange of India Ltd,
Exchange Plaza, C-1, Block G,
BandraKurla Complex, Bandra (E),
MUMBAI-400 051

Company's Scrip Code: 517015

Company's Scrip Code: VINDHYATEL EQ

Dear Sir,

Sub: Proceedings of 34th Annual General Meeting

We would like to inform you that the 34th Annual General Meeting (AGM) of Members of Vindhya Telelinks Limited was held on 24th July, 2017 at 11.30 A.M. at the registered office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486006 (M.P.). The members of the Company have approved the ordinary as well as special businesses as set out in the Notice of AGM dated 15th May, 2017 with requisite majority.

In accordance with the Regulation 30 (6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 34th Annual General Meeting of the Company is enclosed herewith for your kind information.

Please find the same in order and acknowledge the receipt.

Thanking you,

Yours faithfully,
For Vindhya Telelinks Limited

(Raj Kumar Agarwal)
Vice President (Commercial) & Secretary

Encl: As above



BRIEF PROCEEDINGS OF THE 34TH ANNUAL GENERAL MEETING OF VINDHYA TELELINKS LIMITED HELD ON 24TH JULY, 2017

The 34th Annual General Meeting of the members of the Company was held on 24th July, 2017 at 11.30 A.M. at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486006 (M.P.).

Shri Harsh V.Lodha, Chairman of the Board of Directors took the Chair and presided the meeting in accordance with the Article 72 of the Articles of Association of the Company.

Fifty Nine (59) Members were present in person including Sixteen (16) Body Corporate Members present through their authorised representatives and Fifteen (15) Members were represented by their Proxies.

The quorum was present at the commencement of the Meeting as well as at the time of consideration of each item of business. The Chairman confirmed the compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, applicable provisions of the Secretarial Standard on General Meeting (SS-2) issued under Section 118(10) of the Companies Act, 2013 with respect to calling, convening and conducting the Annual General Meeting.

The Register of Directors and Key Managerial Personnel Shareholding maintained under Section 170 of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014; the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013; Register of Proxies; Audited Standalone and Consolidated financial statements for the year ended 31st March, 2017; Independent Auditors' Report on the audited standalone and consolidated financial statements of the Company; Secretarial Audit Report; Memorandum and Article of Association of the Company, were open and accessible during the continuance of the meeting to any member having a right to attend the Meeting.

The Chairman informed the members that pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has extended to its members facility to exercise their right to vote by electronic means in respect of the business to be transacted at the Thirty Fourth Annual General Meeting. The remote e-voting commenced on 20th July, 2017 (at 9:00 am) and ended on 23rd July, 2017 (at 5:00 pm). Shri Rajesh Kumar Mishra, Practicing Company Secretary or failing him Shri R.S.Bajaj, Practicing Company Secretary was appointed as Scrutinizer for the remote e-voting process.



The Chairman apprised the members about the performance of the Company during the financial year 2016-17 and the prevailing business condition in the business segments in which the Company operates. The Chairman then invited the Members to ask questions, if any, and/or otherwise offer their view/comments. The queries raised and suggestions made by Members in the Meeting were duly and satisfactorily replied by the Chairman and Directors present in the Meeting.

The Chairman informed the members that the Company has arranged for poll for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility, on all the 6(six) resolutions as mentioned in the Notice of the 34th Annual General Meeting to be passed in this Meeting. Thereafter, all the 6(six) resolutions were proposed and seconded.

Thereafter, the Chairman ordered for a poll to be taken at the Meeting on all the 6(six) resolutions as mentioned in the Notice of 34th Annual General Meeting and requested the Scrutinizers to conduct the poll process. Shri Rajesh Kumar Mishra, Practicing Company Secretary and Shri Hemant Singh, Chartered Accountant in Practice were appointed as Scrutinizers for conducting poll and were requested by the Chairman for orderly conduct of the voting.

After completion of the poll process, the Chairman informed that the combined results of remote e-voting and poll would be declared by Shri Y.S.Lodha, Managing Director of the Company on 25th July, 2017 at 12.00 Noon at the Registered Office of the Company.

On the basis of consolidated Scrutinizer's report on remote e-voting and poll dated 25th July, 2017, Shri Y.S.Lodha, Managing Director announced the combined results of remote e-voting and poll on 25th July, 2017 at 12.00 Noon at the Registered Office of the Company.

The resolutions passed by the members briefly related to the following:

ORDINARY BUSINESS:

1. Approval and adoption of audited financial statements of the Company (Standalone & Consolidated) for the year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon **(Ordinary Resolution)**.
2. Declaration of Dividend on equity shares for the financial year ended 31st March, 2017 **(Ordinary Resolution)**.
3. Re-appointment of Shri Pracheta Majumdar (DIN:00179118) as a Director, who retires by rotation **(Ordinary Resolution)**.



4. Ratification of re-appointment of Messrs V.Sankar Aiyar & Co., Chartered Accountants, as Auditors of the Company and fixation of their remuneration **(Ordinary Resolution)**.

SPECIAL BUSINESS:

5. Approving the related party agreements/contracts/ arrangements/ transactions with the Universal Cables Limited, a related party **(Ordinary Resolution)**.
6. Ratification of remuneration to be paid to Cost Auditors for the year ending 31st March, 2018 **(Ordinary Resolution)**.

All the above ordinary resolution(s) were approved and passed by the members with requisite majority.



For Vindhya Telelinks Limited

(Raj Kumar Agarwal)
Vice President (Commercial) Secretary